

## Ex. M-J(c)

Assignment and Bill of Sale, Closing Statement, Account Schedule and Affidavit of Bulk Sale of Accounts reflecting a sale of accounts by HSBC Consumer Lending.

**EXHIBIT A**  
**ASSIGNMENT AND BILL OF SALE**

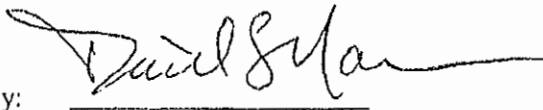
HSBC Consumer Lending (USA) Inc., on behalf of and as managing company for Beneficial Company LLC and HFC Company LLC and their respective subsidiaries (collectively "Seller"), has entered into an Account Purchase and Sale Agreement dated August 24, 2011 ("Agreement"), for the sale of Accounts to Midland Funding LLC ("Purchaser"), upon the terms and conditions set forth in the Agreement.

NOW, THEREFORE, for good and valuable consideration, Seller hereby sells, assigns, and transfers to Purchaser, its successors and assigns, all of Seller's rights, title, and interest in and to each and every one of the Accounts described in Account Schedule attached hereto, and contained within the Sale File described in such Account Schedule.

Purchaser and Seller agree that the Purchase Price for the Accounts shall be as stated in the Agreement.

IN WITNESS WHEREOF, Seller has signed and delivered this instrument on the 26 day of August, 2011.

HSBC CONSUMER LENDING  
(USA), INC.

By: 

David J Nauman  
Assistant Vice-President

RESTRICTED

MCM-0118

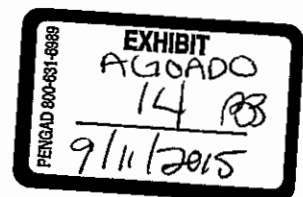


EXHIBIT B

CLOSING STATEMENT

HSBC CONSUMER LENDING (USA) INC.

Unpaid Balance

Redacted

Purchase Rate

Total Purchase Price

Redacted

Closing Date: August 26, 2011

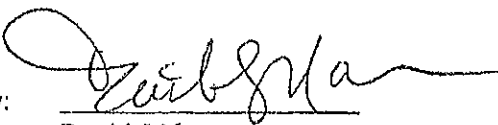
A. On the Closing Date, Purchaser shall pay to Seller, by wire transfer or otherwise immediately available funds, the amount of Redacted. All funds must be by wire transfer.

B. Seller agrees to transfer the entire amount of the Accounts (as that term is defined in the Agreement) to Purchaser on the Closing Date.

Funds must be wired as follows:

Redacted

HSBC CONSUMER LENDING  
(USA), INC.

By:   
David J Nauman  
Assistant Vice-President

RESTRICTED

MCM-0119

**EXHIBIT C****ACCOUNT SCHEDULE**

There are ~~Redacted~~ Accounts that will be sold by Seller to Purchaser on the Closing Date, with an aggregate Unpaid Balance of ~~Redacted~~. These Accounts are individually listed in the related Sale File identified as Encore NRE Bulk Quaternary 201108.xls and delivered to Purchaser on the Closing Date. The Sale File will contain at a minimum the following information: Account number, Borrower Name, Borrower Social Security Number, Account Balance, and Borrower Address, date of last payment, Date of Delinquency, and date of Charge Off.

Percentage of Account Documentation to be provided: 60%

Outline of Account Documents to be provided: applications, statements, and records, copies of previous payment checks, driver's licenses, correspondence, contracts or other available documents relating to the Accounts.

**PURCHASE SPECIFICATIONS**

The following quantity of Accounts shall be purchased by Purchase on the Closing Date at the price specified:


Type of Account	Total Unpaid Balance to be Purchased	Purchase Rate Per Dollar of Unpaid Balances
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~~Redacted~~

The Closing Date: The Closing Date for this transaction is to occur on August 26, 2011, at the offices of Seller.

Number of Accounts: ~~Redacted~~

HSBC CONSUMER LENDING  
(USA), INC.

By:   
David J Nauman  
Assistant Vice-President

RESTRICTED

**AFFIDAVIT OF BULK SALE OF ACCOUNTS**

HSBC Consumer Lending (USA) Inc.

STATE OF VIRGINIA

CITY OF CHESAPEAKE

Under oath, Mitchell Gold states:

1. My name is Mitchell Gold. I am Vice President and Assistant Secretary, Administrative Services Division for HSBC Consumer Lending (USA) Inc. (identified in this Affidavit as "HCLU"). On or about 08/26/11, HCLU, on behalf of and as managing company for Beneficial Company LLC and HFC Company LLC and their respective subsidiaries, including those named on the list attached hereto as "Exhibit 1" (identified in this Affidavit as "HSBC"), sold a pool of accounts (identified in this Affidavit as the "Sold Accounts") by a Purchase and Sale Agreement and a Bill of Sale to Midland Funding LLC (identified in this Affidavit as the "Debt Buyer").

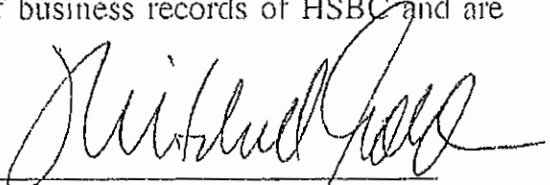
2. As part of the sale of the Sold Accounts, records relating to individual Sold Accounts were transferred to the Debt Buyer. Because of the sale of the Sold Accounts, HSBC acknowledges that Debt Buyer became the owner of the Sold Accounts on the date of sale.

3. As part of my regular job duties, I have access to and routinely review the account records of HCLU and HSBC. I am authorized to make

HIGHLY RESTRICTED  
8477247v.3 Asset Sale (Aff.-Bulk (HCLU))

MCM-0121

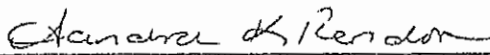
this Affidavit on behalf of HCLU. The facts stated herein are based upon my personal knowledge from my review of business records of HSBC and are true and correct.

  
Signature of Affiant Identified Above

City/County of Chesapeake

Commonwealth of Virginia

The foregoing instrument was subscribed and sworn before me this  
10-10-12 by Mitchell Gold

  
Notary Public

Notary registration number: 7084842

My commission expires: August 31, 2015



Exhibit 1

Schedule I

Beneficial Financial I Inc., a California corporation, on behalf of itself and as successor by merger to the following:

Beneficial Alabama Inc.  
Beneficial California Inc.  
Beneficial Delaware Inc.  
Beneficial Finance Co. of West Virginia  
Beneficial Georgia Inc.  
Beneficial Idaho Inc.  
Beneficial Indiana Inc.  
Beneficial Kansas Inc.  
Beneficial Management Corporation  
Beneficial Maryland Inc.  
Beneficial Missouri, Inc  
Beneficial Nebraska Inc.  
Beneficial New Jersey Inc.  
Beneficial North Carolina Inc  
Beneficial Oklahoma Inc.  
Beneficial Texas Inc.  
Beneficial Vermont Inc.  
Beneficial Washington Inc.

Beneficial Arizona Inc.  
Beneficial Colorado Inc.  
Beneficial Discount Co. of Virginia  
Beneficial Finance Services, Inc.  
Beneficial Hawaii Inc.  
Beneficial Illinois Inc.  
Beneficial Iowa Inc.  
Beneficial Loan Corporation of Kentucky  
Beneficial Management Institute, Inc.  
Beneficial Mississippi Inc.  
Beneficial Montana Inc.  
Beneficial Nevada Inc.  
Beneficial New Mexico Inc.  
Beneficial Ohio Inc.  
Beneficial South Carolina Inc.  
Beneficial Utah Inc.  
Beneficial Virginia Inc.  
Beneficial Wisconsin Inc.

**Exhibit 1**

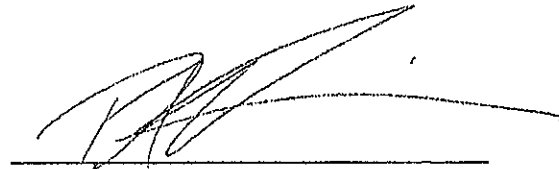
**Schedule II**

Beneficial Credit Services Inc., a Delaware corporation  
Beneficial Connecticut Inc., a Delaware corporation  
Beneficial Consumer Discount Company, a Pennsylvania corporation  
Beneficial Florida Inc., a Delaware corporation  
Beneficial New York Inc., a New York corporation  
Beneficial Kentucky Inc., a Delaware corporation  
Beneficial Loan & Thrift Co., a Minnesota corporation  
Beneficial Louisiana Inc., a Delaware corporation  
Beneficial Maine Inc., a Delaware corporation  
Beneficial Massachusetts Inc., a Delaware corporation  
Beneficial Michigan Inc., a Delaware corporation  
Beneficial New Hampshire Inc., a Delaware corporation  
Beneficial New York, Inc., a New York corporation  
Beneficial Oregon Inc., a Delaware corporation  
Beneficial Rhode Island Inc., a Delaware corporation  
Beneficial South Dakota Inc., a Delaware corporation  
Beneficial Tennessee Inc., a Tennessee corporation  
Beneficial West Virginia Inc., a West Virginia corporation  
Beneficial Wyoming Inc., a Wyoming corporation  
Capital Financial Services Inc., a Nevada corporation  
Household Finance Consumer Discount Company, a Pennsylvania corporation  
Household Finance Corporation II, a Delaware corporation  
Household Finance Corporation III, a Delaware corporation  
Household Finance Corporation of Alabama, an Alabama corporation  
Household Finance Corporation of California, a Delaware corporation  
Household Finance Corporation of Nevada, a Delaware corporation  
Household Finance Corporation of West Virginia, a West Virginia corporation  
Household Finance Industrial Loan Company, a Washington corporation  
Household Finance Industrial Loan Company of Iowa, an Iowa corporation  
Household Finance Realty Corporation of Nevada, a Delaware corporation  
Household Finance Realty Corporation of New York, a Delaware corporation  
Household Financial Center Inc., a Tennessee corporation  
Household Industrial Finance Company, a Minnesota corporation  
Household Industrial Loan Company of Kentucky, a Kentucky corporation  
HSBC Credit Center, Inc., a Delaware corporation

CERTIFICATE OF CONFORMITY

I, Peter M. Kubin, an attorney-at-law admitted to practice in the State of Virginia, certify that the foregoing document was notarized by S. K. RENDON, a notary public in the State of Virginia, in conformity with the laws of the State of Virginia.

IN WITNESS WHEREOF, I have hereunto set my signature, on 10/10/12.



\_\_\_\_\_  
Peter M. Kubin